

BY-LAWS

OF THE

AMERICAN SOCIETY OF TRIAL CONSULTANTS
(July 2010)

ARTICLE I

GENERAL PROVISIONS AND PROPERTY INTERESTS

SECTION 1.1: STATEMENT OF PURPOSES AND OBJECTIVES:

The primary purposes and objectives of the American Society of Trial Consultants (henceforth “Society”) shall be to:

- (1) provide an opportunity for networking and dialogue among individuals who share professional interests in trial consulting, trial-related research, and teaching;
- (2) encourage and assist in the professional growth and training of Society members;
- (3) provide a forum for the exchange of ideas, opinions, techniques, experiences, and research results in the area of trial consulting;
- (4) encourage the development and refinement of appropriate methods for the application of research techniques to trial practice;
- (5) promote the effective and ethical use of trial consulting techniques by attorneys;
- (6) and, encourage awareness of and provide accurate information about trial consulting.

SECTION 1.2: BUSINESS TO BE CONDUCTED WITHOUT PROFIT:

The Society shall conduct and carry on its business without profit to itself. No member of the Society shall, by reason of membership therein, be or become entitled at any time to receive any assets, property, income, or earnings from the Society.

SECTION 1.3: USE OF INCOME:

All of the income, revenue, and earnings of the Society shall be held, used, managed, devoted, expended, and applied in the discretion and judgment of the Board of Directors (“Board”), to carry out the purposes and objectives of the Society, and without profit, direct or indirect, to any member of the Society as such.

SECTION 1.4: DISTRIBUTION OF ASSETS ON DISSOLUTION:

In the event of the dissolution of the Society, all of its assets and property, after payment and satisfaction of all claims and demands against the Society and all liabilities of the Society, shall be conveyed and transferred to such non-profit charitable organization(s) as the Board shall determine.

ARTICLE II

MEMBERSHIP

SECTION 2.1: MEMBERSHIP CATEGORIES:

Categories of membership shall be Trial Consultant, Academic/Teacher, Academic/Student, Associate, Attorney, and Emeritus. Members may self-select the category of membership that best describes them with one exception. Emeritus membership is not self-selected, but rather awarded by the Pro-Bono and Awards Committee. Academic/Student memberships are open to individuals who are enrolled full-time at institutions of higher education.

SECTION 2.2: LENGTH OF MEMBERSHIP:

Trial Consultant, Academic/Teacher, Academic/Student, Associate, and Attorney membership shall be for a period of one (1) year. Emeritus membership is a lifetime award.

SECTION 2.3: DUES:

Membership dues shall be set by the Board on an annual basis or on any other basis established by the Board. Membership dues shall be collected by the Executive Director.

SECTION 2.4: MEMBERSHIP:

- (1) Membership shall be automatically renewed by payment of the annual dues. The procedure for subsequent admission to membership in the Society shall be the same as for initial admission in the Society.
- (2) Anyone who has any other outstanding financial balance owing and due to the Society who fails to pay said debt within a reasonable time, shall have their membership denied or suspended and may not join or renew their membership until all outstanding debts are paid or otherwise dismissed by a majority vote of the Board of Directors.
- (3) Anyone who fails to apply or reapply for membership or pay valid annual dues in accordance with the By-Laws and any rules and regulations of the Society, shall have said membership automatically denied or terminated.

SECTION 2.5: RESIGNATION:

Any member resigning membership shall not be entitled to any refund of dues.

SECTION 2.6: RIGHT TO VOTE:

Trial Consultant, Academic/Teacher, Attorney and Emeritus members of the Society shall have the right to one vote at the annual meeting or any other membership meeting of the Society in their second year of membership. Said vote must be cast by the member personally and not by proxy. In addition, Trial Consultant, Academic/Teacher, Attorney and Emeritus members have the right to vote by mail on any official ballot submitted to the membership.

SECTION 2.7: NON-TRANSFERABILITY OF MEMBERSHIP:

Membership in the Society is non-transferable and non-assignable.

SECTION 2.8: MEMBERSHIP ROLL:

A written record of the membership of the Society shall be kept by the Executive Director. The Executive Director shall provide a copy of the membership roll, together with periodic updates of that membership roll, to the Secretary and the Directory Editor. The membership roll shall contain the name, address, and telephone number of each individual member. In any case where any membership has been terminated for any reason whatsoever, an entry of such fact shall be made on the membership roll, together with the date upon which said membership was terminated.

SECTION 2.9: CERTIFICATES:

Certificates of Membership shall be of such form and device as the Board may prescribe. Upon receipt of application and payment of dues, a Certificate of Membership shall be issued to each member. Issuance to and acceptance by a member of such certificate shall be conclusive evidence of the consent of the member to become a member of the Society, and of an agreement to comply with and be governed by all of the provisions of the By-Laws of the Society.

ARTICLE III

MEETINGS OF MEMBERS

SECTION 3.1: ANNUAL MEETINGS:

An annual meeting of the Society shall be held at such time and place as may be selected and determined by the Board. The date and location of each annual meeting shall be determined by the Board at least 20 months in advance of that meeting. The agenda for the annual meeting shall be set by the President, with advice from the Board.

SECTION 3.2: SPECIAL MEETINGS:

Special meetings of the Society may be called by the President of the Society, or by the Board, or demand in writing submitted to the Board by not less than ten percent (10%) of the voting members of the Society, which demand shall state the subject matter of the meeting.

SECTION 3.3: NOTICE OF ANNUAL AND SPECIAL MEETING(S):

Notice of the annual meeting of the Society, as well as any special meetings, shall be mailed by regular mail by the Executive Director to each member at least 30 days in advance of any such meeting.

SECTION 3.4: QUORUM:

Quorum for an annual or special meeting of the members of the Society shall require the presence of not less than fifteen percent (15%) of the voting members of the Society.

ARTICLE IV

SOCIETY POWERS

SECTION 4.1: SOCIETY POWERS VESTED IN THE BOARD OF DIRECTORS:

The corporate powers of this Society shall be vested in a Board of Directors. The Board of Directors shall consist of members in good standing.

A Board quorum shall consist of five (5) members of the Board. Board members are appointed by the President to serve as members at large on at least one standing or special committee with the exception of the Nominating Committee.

The Board and/or its Executive Committee shall provide oversight and leadership by:

- (1) Reviewing the Society's mission and goals and the means for implementing those goals. The Board shall propose amendments to the Society's governance documents as necessary to ensure that the Society's objectives are being met.
- (2) Developing strategic plans for the Society. The Board shall focus on the long-term goals of the Society through the development and assessment of strategic plans, including the assignment of priorities in the strategic plans.
- (3) Approving major policies.
- (4) Actively raising public awareness about the Society and the trial consulting profession. The Board shall promote the Society's interests and the profession to various audiences.

- (5) Actively raising funds for the Society.
- (6) Providing fiscal oversight for the Society. The Board shall approve all Society operating budgets, convention budgets, development plans, and fiscal accountability measures.
- (7) Selecting, retaining, and reviewing an executive staff for the Society through an appropriate process.

SECTION 4.2: TERMS OF OFFICE:

The staggered term of office for the Board shall be four (4) years. New members of the Board of Directors shall be elected by mail ballot prior to the annual meeting (see Sections 4.3 and 6.12). No Board members shall be eligible to serve for more than two (2) consecutive full terms. In the event that a Board Member is elected as an officer of the Society, the term of office as a Member of the Board shall continue throughout the tenure of his or her position as officer. Standing committee chairs and editors cannot serve concurrently as members of the Board unless they are acting in a temporary capacity.

SECTION 4.3: ELECTION OF BOARD MEMBERS:

Members of the Board of Directors shall be elected at large by the membership of the Society. Pursuant to Section 6.12, the Nominating Committee shall present to the membership a slate of qualified candidates. The number of candidates should guarantee that two new Board members be elected each year. Student members are not eligible for election to the Board. Nominations shall be accepted by the Committee until such time as nominations are closed. Each voting member shall cast a written ballot containing votes for any number of candidates up to the number of seats to be filled on the Board. Ballots shall be counted by the administrative office and any ties shall be resolved by a second ballot among these candidates tied for remaining unawarded seat(s). Plurality voting shall be applied to this election. The Nominating Committee shall announce the results of the election at the annual meeting.

SECTION 4.4: REMOVAL FROM OFFICE:

Any Director may be removed from office by the affirmative vote of two thirds (2/3) of the members in attendance at any annual or special meeting of the members, on written notice setting forth the reasons and grounds therefore, mailed to such Director at the Director's last known address at least ten (10) days prior to the date of such meeting. Any Director, who misses two consecutive regularly scheduled Board meetings, without having submitted an explanation in writing to the President, shall be automatically dismissed from the Board.

SECTION 4.5: VACANCIES ON THE BOARD OF DIRECTORS:

In the event of a vacancy on the Board, the vacancy shall be filled by a majority vote of the Board for the remainder of the vacant term.

SECTION 4.6: ANNUAL MEETINGS OF THE BOARD OF DIRECTORS:

Annual meetings of the Board shall be held during the period immediately preceding and/or following the annual meetings of the Society. The time and place of each annual meeting of the Board shall be determined by the President.

SECTION 4.7: MID-YEAR MEETINGS OF THE BOARD OF DIRECTORS:

A mid-year meeting of the Board shall be held yearly. The purpose of mid-year meetings will be to review progress toward the Society's annual goals; to advise the President on matters of policy; to receive reports from and provide advice to committees of the Society; and to conduct such other businesses as may come before the Board. If, in the opinion of a majority of the Board, there is not sufficient business to warrant a mid year meeting in any specific year, the mid-year meeting for that year will be canceled.

SECTION 4.8: SPECIAL MEETINGS OF THE BOARD OF DIRECTORS:

Special meetings of the Board for any purpose may be called at any time by the President; or, if the President is absent, or unable to act, or refuses to act, then special meetings of the Board may be called by the President-Elect. Written notice of the time and place of special meetings shall be delivered personally to the Directors or sent to each Director by mail or other form of communication, charges prepaid, to the address shown on the membership roll of the Society. In case such notice is mailed or telegraphed, it shall be deposited in the United States mail or communicated to the telegraph company at least five (5) days before the meeting. Notice shall be delivered to each Director at least forty-eight (48) hours prior to the holding of a special meeting. Mailing, telegraphing, or delivering as provided above shall be due, legal, and personal notice to a Director.

SECTION 4.9: WRITTEN CONSENTS AND WAIVERS OF NOTICE:

The transactions of any meeting of the Board, however called or noticed, or wherever held, shall be as valid as though a meeting had been duly held after regular call and notice, if a quorum be present, and if, either before or after the meeting, each of the Directors not present signs a written waiver of Notice or consent to the holding of such meeting or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the Society's records and made a part of the minutes of the meeting.

ARTICLE V

OFFICERS AND EMPLOYEES

SECTION 5.1: OFFICERS/EXECUTIVE COMMITTEE:

The officers of the Society shall consist of a President, President-Elect, Secretary, and Treasurer. Together, with the Executive Director, this group constitutes an Executive Committee of the Society. The Executive Committee shall be empowered to act for the Board on matters requiring attention prior to the next meeting of the Board and which, in the judgment of the President, warrant immediate attention of the Society. The Executive Committee shall assist the Executive Director in the management of the Society within the parameters of their power and authority as officers. The Executive Committee reports to the Board, and its actions are reviewed and included in the Minutes of the Board.

SECTION 5.2: TERMS OF OFFICE AND ELECTION PROCEDURES:

The President-Elect shall be elected annually for a one-year term by the general voting membership by mail ballot. This ballot shall be distributed by the Executive Director. At the end of his or her term, the President-Elect will assume the position of President without further election. The term of office for the President shall be one year.

Both the Secretary and the Treasurer shall be elected bi-annually for a two-year term in odd-numbered years by the general voting membership by mail ballot. This ballot shall be distributed by the Executive Director.

To be eligible for election, the President-Elect, Secretary, and Treasurer must (a) be a current or past member of the Board for a minimum of one (1) year and (b) declare their interest in writing to the Executive Director. Statements may accompany declarations of interest in running for office. These statements will accompany the mail ballot.

Ballots shall be counted by the administrative office. Any ties shall be resolved by another mail ballot. A majority vote of these ballots cast shall be required for these elections.

The Nominating Committee should brainstorm with individuals on the ASTC leadership team to solicit the names of people in the above-named pool to run for office. The Committee should make personal contacts with individuals they target as possible officer nominees.

SECTION 5.3: PRESIDENT:

The President shall be Chief Executive Officer of the Society and shall preside at all meetings of the members and the Board. The President shall appoint Chairpersons and Board members to all standing and special committees as are provided for or authorized by the By-Laws or by the Board.

The President shall (a) speak or assign others to speak to appropriate audiences on behalf of the Society and the profession and (b) develop an assessment plan which evaluates the pace, strength, and direction of the Society as noted in its strategic plans.

SECTION 5.4: PRESIDENT-ELECT:

The President-Elect shall perform such duties as may be delegated to him or her by the President or the Board. In the event of the absence of the President, the President-Elect shall preside at any meeting of the Society or the Board. The President-Elect shall oversee and serve as a committee member on the Program Planning Committee.

SECTION 5.5: SECRETARY:

The Secretary shall record the minutes of all meetings of the Board as well as minutes of the annual and special meetings of the members. The Secretary shall also obtain minutes of all committee meetings which require records.

SECTION 5.6: TREASURER:

The Treasurer shall be or shall oversee the custodian of the funds of the Society, which shall be deposited in the name of the Society in one (1) or more depositories designated by the Board.

The Treasurer shall work with the Executive Director to prepare an annual budget for the Society pursuant to Section 7.2 of the By-Laws.

The Treasurer shall (a) file all tax reports on behalf of the Society, (b) arrange for internal audits as needed, (c) advise the Board regarding Society investments, (d) advise the Board on coverage and premiums for Directors' and Officers' insurance, and (e) advise the Executive Director on matters pertaining to financial reporting for the Society.

SECTION 5.7: EXECUTIVE DIRECTOR:

The President shall, with the approval of the Board, employ an Executive Director, whose compensation and term of employment shall be determined by the Board. The Board shall have the authority to assign to the Executive Director such duty or duties as may be conferred by the by-laws, as well as other duties and responsibilities as the Board may determine. The Executive Director shall be an ex officio member of the Development Committee.

The Executive Director shall work with the officers, Board Members, and committees to provide leadership for the Society. The Executive Director shall provide oversight for the day-to-day management responsibilities of the Society.

The Executive Director shall collect all dues, fees, and other income due the Society and shall serve as the custodian of the files and records of the Society. The Executive Director shall see that a proper record is kept of all monies, receipts, and disbursements of the Society, and shall prepare an Annual Budget for the Society pursuant to Section 7.2 of the By-Laws.

The Executive Director shall submit an annual report to the Board, as well as a mid-year report at the mid-year meeting of the Board; and, an interim report of expenditures to the annual meeting. The Executive Director shall also submit such other periodic reports as the Board may find necessary. A job description for the position of Executive Director shall be kept on file in the Society's central office.

The Executive Director shall work directly with an office staff, an accountant and others as needed to ensure that the bookkeeping for all Society income and expenditures is reported in a timely, efficient and effective manner. The Executive Director shall submit quarterly reports to the Treasurer along with financial advice. The Executive Director shall also work with an accountant in the preparation of annual tax documents to be signed by the Treasurer.

SECTION 5.8: PUBLICATIONS EDITORS:

After receiving nominations from the Communications Committee chairperson, the President shall appoint Editors in consultation with the Communications Committee chairperson after each annual meeting. The editors shall serve on ASTC's Communications Committee. All editors shall be involved in Committee discussions and planning except on matters concerning editor nominations to the President, performance reviews, and editor stipends. It shall be the duty of these editors to oversee their respective publications and to coordinate their work with the office of the Executive Director and the Communications Committee. The editors shall prepare an interim and a final report to be submitted to the Executive Director and the chairpersons of and liaisons to the Communications Committee two weeks prior to the mid-year Board meeting and the annual meeting, respectively.

SECTION 5.9: DISBURSEMENTS:

All checks, drafts, and orders for the payment of monies shall be signed in the name of the Society by such offices or agents as the Board shall designate for that purpose.

SECTION 5.10: BONDING OF OFFICERS AND EMPLOYEES:

The Board shall provide for the bonding of such officers and employees of the Society as it may determine necessary.

SECTION 5.11: VACANCIES IN SOCIETY OFFICES:

If any vacancy occurs in the office of the President, President-Elect, or Secretary-Treasurer, the unexpired term shall be filled by majority vote of the Board from among the members of the current Board.

ARTICLE VI

COMMITTEES

SECTION 6.1: STANDING COMMITTEES:

Membership on all standing committees shall be a period of one year concurrent with the assumption of office of each new President. ASTC membership is a requirement for membership on any ASTC committee.

Section 6.10: Membership. A Membership Committee is composed of at least three (3) members of the Society. The Chairperson and Board member shall be appointed by the President promptly after the annual meeting. It shall be the duty of this committee to develop and recommend to the Board a plan for recruitment and retention of individuals who may be interested in the Society. The Committee Chairperson shall prepare and submit an interim and a final report to be submitted to the Executive Director two weeks prior to the mid-year Board meeting and the annual meeting, respectively.

Section 6.11: Pro Bono Publico and Awards. A Pro Bono Publico and Awards Committee is composed of at least three (3) members of the Society. The Chairperson and Board member shall be appointed by the President at the annual meeting. The committee is responsible for collection nominations for the pro-bono award, determining the winner(s), soliciting award sponsorship, and executing the award(s). The committee shall follow the guidelines set forth in the leadership manual. The Committee is also responsible for establishing criteria for and determining recipients of distinguished lifetime achievement awards to the profession as well as emeritus status in the Society. The Committee Chairperson shall prepare and submit an interim and a final report to the Executive Director two weeks prior to the mid-year Board meeting and the Annual meeting, respectively.

Section 6.12: Nominating. A procedure for subsequent admission to membership in the Society shall be the same as for the Nominating Committee, and shall be composed of at least three (3) members of the Society who are not members of the Board of Directors. This committee shall be appointed by the President promptly after the annual meeting. A notice soliciting Board nominations will be placed in the first issue of Court Call following the annual meeting. However, no member of the Nominating Committee may have his or her name placed in the nomination. In addition, the Nominating Committee shall be empowered to establish alternate methods for soliciting nominations, as it deems necessary. Members may nominate themselves or other members. For those members nominated by others, the Nominating Committee shall contact and verify their willingness to have their names placed in nomination. Each nomination must be accompanied by a biographical statement. In preparing a slate of candidates, the Nominating Committee will take into account possible geographical diversity and academic interests.

Section 6.13: Research. A Research Committee is composed of at least three (3) members of the Society. The Chairperson and Board member shall be appointed by the President promptly after the annual meeting. It shall be the duty of the Research Committee to identify pertinent ongoing and

completed litigation research and bring such research to the attention of the membership via Court Call and/or the Society's online library. This Committee shall cooperate with the President-Elect in planning research-oriented programs for the annual conference. In addition, the Research Committee may also encourage quality trial-related research through the awarding of grants and prizes in the name of the Society. The Committee Chairperson shall prepare and submit an interim and a final report to the Executive Director two weeks prior to the mid-year Board meeting and the annual meeting, respectively.

Section 6.14: Professional Standards. A Professional Standards Committee is composed of at least three (3) members of the Society. The Chairperson and Board member shall be appointed by the President promptly after the annual meeting. It shall be the duty of this committee to develop, review, and update the ASTC Professional Code, and to present to the membership at an annual or special meeting and as specified in Section 7.8 of these By-Laws, any recommended changes, additions, or deletions to that Code. The Committee shall identify potential problems relative to professional and ethical conduct and communicate these issues where appropriate to the membership via Court Call and the conference programs. The Committee Chairperson shall prepare and submit an interim and a final report to be submitted to the Executive Director two weeks prior to the mid-year Board meeting and the annual meeting, respectively.

Section 6.15: Professional Visibility. A Professional Visibility Committee is composed of at least three (3) members of the Society. The Chairperson and Board member shall be appointed by the President promptly after the annual meeting. The Executive Director shall be an ex officio member of the Committee. It shall be the responsibility of this Committee to establish communication with bar associations and law firms to identify ways in which the Society can maintain a credible profile with the legal community. The Committee shall publicize important contributions made by ASTC members to the press. Further, this Committee shall work with the President-Elect and the local host prior to and during each annual conference to prepare materials for the media. The Committee shall work with the Executive Director in designing public relations plans for Board approval and in implementing the approved plans. The Committee Chairperson shall prepare and submit an interim and a final report to be submitted to the Executive Director two weeks prior to the mid-year Board meeting and the annual meeting, respectively.

Section 6.16: Professional Education. A Professional Education Committee is composed of at least three (3) members of the Society. The Chairperson and Board member shall be appointed by the President promptly after the annual meeting. One member shall serve as Chair of the Committee. It shall be the duty of this Committee to develop and promote continuing education opportunities focusing on varying facets of trial consulting for members of the Society. The Committee will plan and implement regional meetings on topics of importance to members of the Society. The Committee Chairperson shall prepare and submit an interim and a final report to be submitted to the Executive Director two weeks prior to the mid-year Board meeting and the annual meeting, respectively.

Section 6.17: Program Planning. A Program Planning Committee is composed of at least three (3) members of the Society. The Chairperson shall be appointed by the President-Elect (who shall also serve on the committee) after the annual meeting. The Executive Director shall be an ex-officio

member for the Committee. It shall be the responsibility of this committee to plan the annual conference. It is the duty of this committee to develop and promote quality conference programs to further the professional development for the members of the Society. The committee chairperson shall report regularly to the Board on the progress of the conference planning.

Section 6.18: Communications. A Communications Committee is composed of a chairperson, the current ASTC President, President-Elect, all ASTC editors, as well as other members at the Committee Chairperson's discretion. The President shall appoint the Committee Chairperson after the annual meeting. The purpose of the committee will be to create ways to meet the Society's purposes and objectives via internal and external communication, oversee the Society's publication and communication strategy, recommend editors and outline responsibilities and duties of editorship positions to the President, and encourage quality content contributions. The Committee Chairperson shall prepare and submit an interim and final report to the Executive Director two weeks prior to the mid-year Board meeting and the annual meeting, respectively.

Section 6.19: Grievance. A Grievance Committee is composed of seven members appointed by the Grievance Chair. All committee members, including the Chair, must meet one of two qualifications: (a) be an ASTC member for at least five years and have served as a committee chair for at least one year, or (b) have served at least one year as an elected ASTC Board of Directors member. Active Board members are ineligible for this committee. The ASTC President appoints the Grievance Chair. It shall be the duty of this committee to handle all grievances pertaining to the ASTC Professional Code. The Committee shall follow the guidelines set forth in the Grievance Procedure document.

Section 6.101: Development. A Development Committee is composed of at least six (6) members. The President shall appoint the Chairperson after the annual meeting. The ASTC Treasurer and current-year President should be committee members. At least one senior member of ASTC should be appointed to the committee to aim at efforts at estate planning considerations for that peer group. The ASTC Executive Director shall be an ex officio member of the committee. It shall be the duty of the Committee to engage in fund raising and the solicitation of endowments. The committee is charged with fundraising for (a) conference sponsorships and donations, (b) projects and operating budget needs and (c) endowments and long-term underwriting of specific activities. The Committee Chairperson shall prepare an interim and final report to the Executive Director two weeks prior to the mid-year Board meeting and the annual meeting, respectively.

SECTION 6.2: OTHER COMMITTEES:

Such other committees, standing or special, shall be appointed by the President, with the approval of the Board, as are deemed necessary to carry on the work of the Society.

ARTICLE VII

MISCELLANEOUS

SECTION 7.1: INSPECTION OF SOCIETY RECORDS:

The membership roll or register or a duplicate roll or register, the books or accounts, and the minutes of the proceedings of members and Directors shall be open to inspection upon written demand of any member at any reasonable time, and for any purpose reasonably related to his/her interest as a member; and shall be exhibited at any time when required by the demand of ten percent (10%) of the members. Demand of inspection other than at a members' meeting shall be made in writing to the President and the Executive Director of the Society.

SECTION 7.2: ANNUAL BUDGET:

The Executive Director shall prepare an Annual Budget after consulting with the President and Treasurer and after soliciting comment from the Board and all committee chairs.

To the extent possible under standards of prudent fiscal management, the Annual Budget shall reflect the administrative priorities of the President. The Annual Budget also will be in accord with all policies adopted by the Board or included in the By-Laws.

The Annual Budget shall be approved by the Board prior to the beginning of the fiscal year.

SECTION 7.3: INTERIM REPORT OF EXPENDITURES:

Prior to the annual meeting of the Society, the Executive Director shall prepare an Interim Report of Expenditures, together with recommendations for changes in the Annual Budget. This report will be reviewed by the Board prior to the annual meeting and will be presented to the Society during its annual business meeting.

SECTION 7.4: ANNUAL REPORT:

The Executive Director shall send to the members, not later than one-hundred-twenty (120) days after the close of the fiscal year, an Annual Report of the financial affairs of the Society.

SECTION 7.5: CONTRACTS, ETC., HOW EXECUTED:

Except as otherwise provided in the By-Laws, the Board may authorize any officer or officers, or any agent or agents, to enter into any contract or to execute any instrument in the name of, and on behalf of, the Society. Such authority may be general or confined to specific instances. Unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the Society by any contract or engagement, or to pledge its credit to render it liable for any purpose or to any amount. The Executive Director and/or the Society's administrative office shall be the custodian of all officially signed agreements.

SECTION 7.6: INSPECTION OF BY-LAWS:

The Society shall keep in its principal office for the transaction of business the original, or a copy of, the By-Laws, as amended or otherwise altered to date, certified as correct and accurate by the Executive Director. The By-Laws shall be available for inspection by the members at all reasonable times.

SECTION 7.7: RULES OF ORDER:

Sturgis' Rules of Order shall be the parliamentary guide when not in conflict with the By-Laws. In cases where Sturgis does conflict with the By-Laws, the By-Laws shall prevail.

SECTION 7.8: PROFESSIONAL CODE:

It shall be the duty of the Professional Standards Committee to review the ASTC Professional Code at the request of the Board, the President, or by resolution of the membership at the annual or special meeting. The Professional Standards Committee shall submit to the membership at the annual meeting recommended changes, additions, or deletions. Any changes or deletions passed by a majority at the annual meeting shall be submitted to the full voting membership for approval by two-thirds of the votes cast.

SECTION 7.9: DISCIPLINARY ACTION:

The Board of Directors has the authority to discipline, suspend and expel members or take other action as needed for valid cause consistent with the parliamentary guide identified in Section 7.7 of the By-Laws. All complaints and grievances not pertaining to the Society's Professional Code should be sent to the Executive Director who will then submit these matters to the Board. All complaints and grievances pertaining to the Society's Professional Code will be handled according to the Grievance Procedure document.

SECTION 7.10: FISCAL AND ADMINISTRATIVE YEAR:

The fiscal year of the Society shall begin on the first day of January and end on the last day of December of the same year.

The administrative year of the Society, for the purpose of establishing the membership year and term office, shall begin on the first day of July and end on the last day of June of the following year.

ARTICLE VIII

AMENDMENTS

SECTION 8.1: POWER OF MEMBERS:

The By-Laws may be amended or repealed by the majority vote of the members of the Society present at the annual meeting or by a majority of those voting by mail.